

BY-LAWS
of
ROTARY DISTRICT 7910 CHARITY FUND, INC.
(HEREINAFTER CALLED THE "CHARITY FUND")

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Section 1.

NAME, PURPOSES, LOCATION, AND FISCAL YEAR

1.1 Name and Purpose

The name and purposes of the Charity Fund shall be as set forth in its Articles of Organization.

1.2 Location

The principal office of the Charity Fund in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Charity Fund. The Trustees may change the location of the principal office in the Commonwealth of Massachusetts effective upon the filing of a certificate with the Secretary of the Commonwealth.

1.3 Fiscal Year

The fiscal year of the Charity Fund shall, unless otherwise decided by the Trustees, end on June 30 in each year.

Section 2.

MEMBERS

2.1 Members

The members of the Charity Fund shall be those clubs who are members in good standing of Rotary International District 7910.

2.2 Annual Meeting

The Annual Meeting of the Charity Fund shall be held when the District Conference for District 7910 is held and at the same place but not later than the third Wednesday in June in each year (or if that is a legal holiday in the place where the meeting is to be held, on the next succeeding full business day) at 10 o'clock a.m. or at such other hour as shall have been fixed by the Board of Trustees or by the Chairman and stated in the notice of the meeting. The purposes for which an annual meeting is to be held, in addition to those required by law, by the Articles of Organization, or by these By-Laws may be specified by the Board of Trustees or by the Chairman. If an annual meeting is not held in accordance with the foregoing provisions, a special meeting may be held in place thereof with all the force and effect of an annual meeting.

2.3 Special Meeting

Special Meetings of the members may be called by the Board of Trustees or by the Chairman. Upon the written application of at least ten members entitle to vote at a meeting, a special meeting shall be called by the Secretary or in the case of the death, absence, incapacity or refusal of the Secretary by any other officer. The call for each special meeting shall state the date, hour, place and the purpose of the meeting.

2.4 Delegates

At all meetings of the members each individual ("Delegate") who would be entitled to vote on behalf of a Club at a District Conference if a District Conference were to be held on the date the particular meeting is held shall be entitled to vote at the meeting.

2.5 Place of Meetings

Except as provided in Section 2.2 meetings of the members shall be held at the principal office of the Charity Fund unless a different place (within the United States) is fixed by the Board of Trustees or by the Chairman and stated in the notice of the meeting.

2.6 Notice of Meetings

A notice of every meeting, either in a writing or via e-mail, other than that held pursuant to Section 2.2, of the Charity Fund, stating the place, date, and hour thereof and the purpose for which the meeting is to be held shall be given by the Secretary or an assistant Secretary, if there is one, or by the person calling the meeting, at least seven days before the meeting, to each member entitled to vote thereat by leaving such notice at its usual place of business or by mailing it postage prepaid and addressed to such member at its address as it appears upon the records of the corporation. Notice need not be given to a member if a written waiver of notice, executed before or after the meeting by its Delegate, is filed with the records of the meeting. If any change to these By-laws is to be considered at the annual meeting, written notice is to be sent to each Rotary Club within District 7910 consistent with the provisions for changes to the District Resolutions.

2.7 Quorum

Twenty of the members entitled to vote shall be required to constitute a quorum for the transaction of business at all meetings of the members, but in the absence of a quorum, any meeting may be adjourned from time to time, and the meeting may be held as adjourned without further notice.

2.8 Voting

At all meetings of the members each Delegate shall have one vote, unless otherwise provided by law, by the Articles of Organization or by these By-Laws.

2.9 Action at Meeting

When a quorum is present at any meeting of the members a majority of the members present and voting on any matter except where a larger vote is required by law, by the Articles of Organization, or by these By-Laws, shall decide any matter to be voted on by the members. Any election by a member shall be determined by a plurality of a vote cast by the members entitled to vote at the election. No ballot shall be required for such election unless requested by a member present at the meeting and entitled to vote in the election.

2.10 Attendance at Meetings

(a) Mail ballots and proxies shall not be accepted.

(b) Any meeting of the Trustees may be conducted in whole or in part by or through the use of any means of communication by which all persons participating in such meeting may simultaneously hear each other during the meeting. Any person participating in a

meeting by this means shall be considered to be present at such meeting.

(c) Any action required or permitted to be taken by the Trustees may be taken without a meeting if the action is taken by unanimous affirmative vote of all Trustees voting. The required affirmative vote of each Trustee voting must be evidenced in writing and shall be effective when the required number of affirmative votes have been received, unless the vote specifies a different effective date. A vote taken under this Section shall have the same effect as if taken at a meeting. Votes by electronic means shall be deemed to be in writing for purposes of this Section.

Section 3.

BOARD OF TRUSTEES

3.1. Powers

The business of the Charity Fund shall be managed by a Board of Trustees who may exercise all the powers and duties conferred upon them by law, by the Articles of Organization, or by these By-laws. In the event of a vacancy in the Board of Trustees, the remaining Trustees, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

3.2. Membership and Election

The Board of Trustees shall consist of nine members. The Board of Trustees shall include the most immediate eligible Past District Governor of District 7910, its Current District Governor, its District Governor Elect, its District Governor Nominee, its Treasurer and four other Trustees. The remaining Trustees shall be members of Rotary Clubs in District 7910. At each annual meeting of the members, the members shall elect Trustees to replace any Trustee whose term will expire that year and to fill the unexpired term of a previously elected Trustee who will not be completing his/her term. The District Nominating Committee shall interview and recommend to the membership at the Annual Meeting prospective individuals to serve as Trustee. The term of an elected Trustee shall commence on the July 1st next following his/her election.

3.3 Suspension or Removal

A Trustee may be suspended or removed with or without cause by a vote of three—fourths of the Trustees then in office. A Trustee may be removed for cause only after reasonable notice and opportunity to be heard.

3.4 Resignation

A Trustee may resign by delivering his written resignation to the Chairman or Secretary of the Charity Fund, to a meeting of the Trustees or to the Charity Fund at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

3.5 Vacancies

Any vacancy in the Board of Trustees of an elected Trustee may be filled by the remaining Trustees. Each successor shall hold office for the unexpired term and until his/her successor is elected and qualified or in each case until he sooner dies, resigns or is removed. The Trustees shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

3.6 Tenure

Except as otherwise provided by law, by the Articles of Organization, or by these By-laws, Elected Trustees shall hold office for three years and thereafter until their successors are chosen and qualified. If immediately following the term of his original election or appointment as a Trustee a person is elected to an additional term as a Trustee such person may not be elected or appointed a Trustee until at least one year has elapsed from the termination of such additional term.

3.7 Call and Notice

A. Regular Meetings

No call or notice shall be required for regular meetings of Trustees provided that reasonable notice of the date, time and place of the first regular meeting following the determination by the Trustees of the dates, times and places of the regular meetings shall be given to absent Trustees.

B. Special Meetings

Reasonable notice of the date, time and place of a special meeting of the Trustees shall be given to each Trustee. Such notice need not specify the purposes of the meeting.

C. Reasonable Notice

Except as otherwise expressly provided it shall be deemed to be reasonable notice to a Trustee to give notice to him In person or by telephone or by delivering a written notice to his usual or last known residential address at least seven (7) days before the meeting or to send notice by mail, postage prepaid, at least seven (7) days before the meeting addressed to him at his usual or last known residential address.

D. Waiver of Notice

Whenever notice of a meeting is required, such notice need not be given to any Trustee if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

3.8 Quorum and Voting

At any meeting of the Trustees, a majority of the Trustees then in office shall constitute a quorum. When a quorum is present at any meeting, a majority of the Trustees present and voting shall decide any question, unless otherwise provided by law, the Articles of Organization or these By-Laws. Any meeting may be adjourned by a majority of the votes cast upon the question whether or not a quorum is present and the meeting may be held as adjourned without further notice. Voting by proxy shall not be permitted.

3.9 Action in Writing

Any action required or permitted to be taken at any meeting of the Trustees may be taken without a meeting if all the Trustees consent to the action in writing and the written consents are filed with the records of the meetings of the Trustees. Such consents shall be treated for all purposes as a vote at a meeting.

Section 4

OFFICERS

4.1 Number and Qualification

The officers of the Charity Fund shall be the Chairman, Vice-Chairman, Treasurer, Secretary, and such other officers, if any, as the Trustees may determine. The Chairman shall be elected by the Board of Trustees at its first meeting subsequent to July 1st. The term of the Chairman shall commence with his/her election and terminate upon the election of a successor. The Vice Chairman shall be the then District Governor Elect, the Treasurer shall be the current Treasurer of District 7910 and the Secretary shall be the District Secretary.

4.2 Chairman

The Chairman shall preside at all meetings of the Trustees. He shall be the chief executive officer of the Charity Fund and, subject to the control of the Trustees, shall have general charge and supervision of the affairs of the Charity Fund and its day-to-day operations. He shall be primarily responsible for executing such policies and procedures that may from time to time be established by the Board of Trustees. He shall present a report at the annual meeting of the members on the operations of the Charity Fund during the preceding year. He shall, with the assistance of the Treasurer, prepare and submit an annual budget to the Board of Trustees for its approval and be responsible for the proper execution thereof. He shall perform such other duties and have such other powers as may be designated by the Board of Trustees.

4.3 Vice-Chairman

The Vice-Chairman shall have and may exercise all of the powers and duties of the Chairman during the absence of the Chairman or in the event of his inability to act and shall have such duties and powers as the Trustees may from time to time delegate to him.

4.4 Treasurer

The Treasurer shall be the chief financial officer and the chief accounting officer of the Charity Fund. He shall be in charge of its financial affairs and shall safeguard all funds, securities and valuable papers and shall keep full and accurate records thereof, he shall also be in charge of its books of account, accounting records and its accounting procedures. He shall file all reports of a financial nature that are required to be filed by the Charity Fund with any public authority including the Commonwealth of Massachusetts and the Internal Revenue Service. He shall report on the financial affairs of the Charity Fund at each meeting of the Board of Trustees and at the end of each fiscal

year shall prepare an annual financial statement showing the receipts and expenses of the Charity Fund for such fiscal year for presentation at the annual meeting of the members. He shall assist the chairman in the preparation of an annual budget for submission to the Board of Trustees. In addition, he shall have such other duties and powers as may be delegated to him from time to time by the Board of Trustees.

4.5 Secretary

The Secretary shall record and maintain records of all proceedings of the Trustees in a book or series of books kept for that purpose. Such book or books shall also contain the Articles of Organization and By-Laws of the Charity Fund and the names of all current Trustees and officers and the usual residential address of each. He shall conduct all correspondence not otherwise delegated specifically. The Secretary or his delegates shall properly notify the Trustees of a meeting of the Trustees whenever notice of such meetings is required by these By-laws. If the Secretary is absent from any meeting of the Trustees a Temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

4.6 Other Officers

Each other officer that may be elected by the Board of Trustees shall perform such duties and have such powers as may be designated from time to time by the Board of Trustees. Each officer shall, subject to these By-laws, and in addition to the duties and powers specifically set forth in these By-laws, have such duties and powers as are customarily incident to his office. Each other officer may, but need not, be a member of the Board of Trustees.

Section 5.

OTHER COMMITTEES

5.1 Powers

In no event, however, shall the following powers be delegated by the Board of Trustees to any committee established by it:

1. The power to change the principal office of the Charity Fund.
2. The power to amend these By-laws.
3. The power to elect officers required by law, by the Articles of Organization, or by these By-Laws to be elected by the Trustees and the power to fill vacancies in any such offices.
4. The power to change the number of Trustees constituting the Board of Trustees and the power to fill vacancies in the Board of Trustees.
5. The power to remove officers from office or Trustees from the Board of Trustees.

5.2. Conduct of Business

Except as provided in these By-Laws and as the Board of Trustees may otherwise determine, any such committee may make rules for the conduct of its business, but, unless otherwise provided by the Board of Trustees or in such rules, its business (including the keeping of a record of its meetings) shall be conducted as nearly as may be in the same manner as is provided by these By-laws for the Board of Trustees, including the ability to participate in meetings telephonically, etc., and to act by written

consent in lieu of a meeting. Each such committee shall report its action to the Board of Trustees, which shall have the power to rescind any action taken.

Section 6.

SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CHARITY FUND

The Trustees may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the Charity Fund or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Section 7.

PERSONAL LIABILITY

The Trustees and officers of the Charity Fund shall not be personally liable for any debt, liability or obligation of the Charity Fund. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Charity Fund, may look only to the funds and property of the Charity Fund for the payment of any such

contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Charity Fund.

Section 8.

INDEMNIFICATION OF TRUSTEES, OFFICERS AND OTHERS

8.1 Right to Indemnification

The Charity Fund shall indemnify each person now or hereafter elected or appointed a Trustee, officer, employee or agent of the Charity Fund (including each person who serves at its request as a director, officer, employee or agent of any other organization in which the Charity Fund has any interest as a stockholder, creditor, or otherwise) against all expense reasonably incurred or paid by him in connection with the defense or disposition of any actual or threatened claim, action, suit, or proceeding (civil, criminal, or other, including appeals) in which he may be involved as a party or otherwise by reason of his having served in any such capacity, or by reason of any action or omission or alleged action or omission by him while serving in any such capacity; except for expense incurred or paid by him (1) with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in the reasonable belief that his action was in the best interests of the Charity Fund, or (ii) with respect to any matter as to which he shall agree or be ordered by any court of competent jurisdiction to make payment to the Charity Fund, or (iii) which the Charity Fund shall be prohibited by law or by order of any court of competent jurisdiction from indemnifying him. Such indemnification shall include payment by the Charity Fund of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall eventually be adjudicated to be not entitled to indemnification under these By-Laws. No matter disposed of by settlement, compromise,

or the entry of a consent decree, nor a judgment of conviction or the entry of any plea in a criminal proceeding, shall of itself be deemed an adjudication of not having acted in the reasonable belief that the action taken or omitted was in the best interests of the Charity Fund. The term "expense" shall include, without limitation, settlements, attorneys' fees, costs, judgments, fines, penalties, and other liabilities. The right of indemnification herein provided for shall be severable, shall be in addition to any other right which any such person may have or obtain, shall continue as to any such person who has ceased to be such director or officer and shall inure to the benefit of the heirs and personal representatives of any such person.

8.2 Indemnification in advance of Final Disposition of Action

Indemnification to the persons specified in Section 8.1 may include payment by the Charity Fund of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this By-law or under Section 6 of Chapter 180 of the General Laws of Massachusetts.

Section 9.

MISCELLANEOUS PROVISIONS

9.1 Execution of Instruments

All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Foundation in its behalf shall be signed by the Chairman or the Treasurer except as the Board of Trustees may generally or in particular cases otherwise determine.

9.2. Voting of Securities

Except as the Board of Trustees may otherwise designate, the Chairman or the Treasurer may waive notice of and act on behalf of the Charity Fund, or appoint any person or persons to act as proxy or attorney in fact for this Charity Fund (with or without discretionary power and/or power of substitution) at any meeting of corporators or shareholders or beneficial owners of any other organization, any of the securities of which may be held by this Charity Fund.

9.3. Charity Fund Records

The original, or attested copies, of the Articles of Organization, By-laws, and records of all meetings of the incorporators and the Board of Trustees, which shall contain the names and the record address of all Trustees and officers, shall be kept in Massachusetts at the principal office of the Charity Fund or at an office of its Secretary, or Resident Agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any Trustee or officer for any proper purpose but not to secure a list or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a director or officer, relative to the affairs of the Charity Fund. Except as may be otherwise required by law, by the Articles of Organization, or by these By-laws, the Charity Fund shall be entitled to treat the record address of a Trustee or officer as shown on its books as the address of such person for all purposes, including the giving of any notices; and it shall be the duty of each such person to notify the Charity Fund of

his latest post office address.

9.4. Power to Contract with the Charity Fund

A. General Rule

In the absence of fraud, (a) no contract or other transaction between this Charity Fund and one or more of its Trustees or officers, or between this Charity Fund and any other Charity Fund or Foundation or other organization in which one or more of this Charity Fund's Trustees or officers are stockholders, Trustees, or officers, or are otherwise interested, and (b) no other contract or transaction by this Charity fund in which one or more of its Trustees or officers is otherwise interested, shall be in any way affected or invalidated even though the vote or action of the Trustees or officers having such interests (even if adverse) may have been necessary to obligate this Charity fund upon such contract or transaction; provided the nature of such interest (though not necessarily the extent or details thereof) shall be disclosed or shall have been known to at least a majority of the Trustees then in office; and no Trustee or officer having such interest (even if adverse) shall be liable to this Charity Fund, or to any creditor thereof, or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such Trustee or officer be accountable for gains or profits realized thereon,

or disqualified from, or serving or continuing to serve as a Trustee or officer thereof. Any Trustee or officer in any way Interested in any contract or transaction described in the foregoing sentence shall be deemed to have satisfied any requirement for disclosure thereof to the Trustees if he gives to at least a majority of the Trustees then in office a general notice that he is or may be so interested.

B. Exception

Notwithstanding the foregoing, the authority granted in this Section 9.4 shall not be exercised if the effect thereof would be to cause the loss of the tax-exempt status of the Charity Fund under the Internal Revenue Code of 1954, as amended from time to time, or to subject the Charity Fund, its Trustees, officers or agents to any penalty or fine under said Code or under any other applicable law as a result of such exercise, it being the purpose of this Section 9 to allow only such transactions by the Charity Fund as are not prohibited by said Code or said other applicable law.

9.5. Evidence of Authority

A certificate by the Secretary, or an Assistant Secretary as to any action taken by the Trustees or any officer or representative of the Charity Fund shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

9.6. Ratification

Any action taken on behalf of the Charity Fund by a director or any officer or representative of the Charity Fund which requires authorization by the Board of Trustees shall be deemed to have been duly authorized if subsequently ratified by the Board of Trustees, if action by it was necessary for authorization.

9.7. Articles of Organization

All references in these By-laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Charity Fund, as amended, and in effect from time to time.

9.8. Corporate Seal

The Trustees may adopt and alter the seal of the Charity Fund

9.9. Gender

Any word used herein in the masculine gender shall also include the feminine gender in all cases where appropriate.

Section 10.

Amendments

10.1 The power to make, amend, or repeal these By-laws, in whole or in part, shall be in the members. Unless a larger percentage is required by law, the Articles of Organization or any other provision of these By-Laws may be exercised by the members at any meeting of the members by vote of two-thirds of the members present at such meeting and entitled to vote thereat, provided that the notice for such meeting indicated a change in the By-laws was to be considered (but it shall not be necessary that such notice contain the subject matter of the proposed by-law change, unless the same shall be required by law, by the articles of Organization, or by these By-laws). In no event shall any change be made by the Board of Trustees in the date fixed in these By-laws for the annual meeting of the Board of Trustees within sixty (60) days before the date stated in these By-laws; and, if any change in such annual meeting date be made without such sixty (60) day period, notice of such change of date shall be given to all Trustees at least twenty (20) days before the new date fixed for such meeting.

Amended: 2002, 2009, 2010